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MANAGEMENT L.P.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re	)	Chapter 11
	)	
Delphi Corporation, <u>et al.</u>	)	Case No. 05-44481
	)	Jointly Administered
Debtors.	)	
	)	

**APPALOOSA MANAGEMENT L.P.'S PRELIMINARY OBJECTION  
TO MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND  
FED. R. BANKR. P. 6006 AUTHORIZING REJECTION OF CERTAIN  
EXECUTORY CONTRACTS WITH GENERAL MOTORS CORPORATION**

TO: THE HONORABLE JUDGE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

Appaloosa Management L.P. ("Appaloosa") hereby files this preliminary objection (the "Preliminary Objection") to the Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (the "Motion") of Delphi Corporation ("Delphi") and its affiliated debtors (collectively, with Delphi, the "Debtors"), and in opposition to the Motion, respectfully states as follows:

### **PRELIMINARY STATEMENT**

1. Debtors have taken the position that they will not respond to discovery requests unless the party seeking discovery has filed an objection in response to one of Debtors' motions. As noted before, Appaloosa believes such position is a delay tactic that results in needless expense to the Debtors' estates and to the parties in interest. Nevertheless, and without waiving any rights to supplement this Preliminary Objection upon receipt of discovery, Appaloosa submits the following preliminary objection.

### **BACKGROUND**

2. On March 22, 2006, the Court announced its ruling from the bench granting Appaloosa's Motion Pursuant To 11 U.S.C. § 1102(a)(2) for an Order Directing the United States Trustee to Appoint an Equity Committee in these Chapter 11 Cases. In doing so, the Court specifically observed that it was important and appropriate that an equity committee be formed promptly.

3. On March 31, 2006, Debtors filed the Motion, seeking authorization to reject certain contracts with General Motors Corporation ("GM"). Debtors have set an objection deadline of May 5, 2006 and scheduled a hearing on the Motion for May 12, 2006.

4. It does not now appear that an equity committee will be formed in time to participate meaningfully in the consideration and analysis of the Motion. As a result, Appaloosa, itself a 9.3% shareholder, submits this Preliminary Objection in order to obtain discovery and protect shareholder interests with respect to the Motion.

### **PRELIMINARY OBJECTION**

5. Based upon the limited facts and analysis presented in the Motion, it should be denied because the Debtors have not demonstrated that rejection of the GM contracts represents the sound exercise of their business judgment.

6. Appaloosa reserves its right to supplement this Preliminary Objection.

**CONCLUSION**

For the reasons set forth herein, Appaloosa respectfully requests that the Motion be denied.

Dated: April 17, 2006  
Miami, Florida

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By: /s/ Frank L. Eaton  
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